

By-law No. 1



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A by-law made under the *Legal Aid Services Act, 2020* relating generally to the conduct of the affairs of:

LEGAL AID ONTARIO (the “Corporation”)

The Corporation’s “*By-law No. 1 General by-law of the corporation*”, which was passed by the board on August 3, 2000 and amended by the board on February 8, 2008, is repealed and replaced by this by-law.

BE IT ENACTED as a by-law of the Corporation as follows:

SECTION A: GENERAL

1. Definitions

In this by-law,

- a. “Act” means the Legal Aid Services Act, 2020 (Ontario) and, where the context requires, the regulations made under that Act;
- b. “board” means the board of directors of the Corporation;
- c. “by-laws” means by-laws made by the board, “by-law” means a by-law made by the board and “this by-law” means this By-law No. 1 of the Corporation;
- d. “CEO” means the chief executive officer of the Corporation;
- e. “chair” means the chair of the board who is appointed by the Lieutenant Governor in Council under subsection 21(4) of the Act;
- f. “director” means a director appointed to the board by the Lieutenant Governor in Council under subsection 21(2) of the Act;

- g. “members of the board” means the directors and the CEO and “member of the board” means any one of them;
- h. “officer” means an officer of the Corporation;
- i. “person” includes an individual, corporation, partnership, trust and unincorporated organization;
- j. “rules” means rules made by the board under section 46 of the Act, if effective in accordance with that section; and
- k. “secretary” means the secretary of the Corporation.

2. Corporate Seal

The board may approve from time to time a corporate seal for the Corporation. If a corporate seal is approved by the board, the secretary shall be the custodian of it.

3. Signing and Certification of Contracts and Other Documents

- a. Contracts and other documents requiring the signature of the Corporation shall be signed by:
 - i. the chair and one other officer together;
 - ii. the CEO and one other officer together; or
 - iii. one or more persons designated by a resolution of the board to sign the type of document and in the circumstances set out in the resolution, provided that this Subsection 3(a) shall not apply to the signing of financial instruments (which shall, for certainty, be governed by Section 22).
- b. The seal of the Corporation, if any, may be affixed to contracts and other documents of the nature referenced in Subsection 3(a).
- c. Any person authorized to sign a document or contract of the Corporation pursuant to Subsection 3(a) may certify a copy of any such contract or document to be a true copy of that contract or document.

4. Signatures of Directors and Officers

Subject to the Act, the rules and the policies of the Corporation, with the permission of the individual:

- a. the signature of any member of the board or officer on any document of the Corporation may be handwritten, stamped, typewritten, printed or electronically or otherwise signed or reproduced; and
- b. the signature of any director on a directors’ resolution may be handwritten or electronically or otherwise signed or reproduced.

5. Enacting By-laws

By-laws are enacted by a resolution of the board passed in accordance with Section 15 or Section 16.

6. Paramountcy; Invalidity of Provisions

- a. In the event of any inconsistency between any provision of the Act (including, for certainty, any regulations made to that Act) and a by-law, the applicable provision of the Act shall prevail.
- b. The invalidity or unenforceability of any provision of a by-law shall not affect the validity or enforceability of the remaining provisions of the by-law.

7. Distribution of By-laws

Each member of the board shall:

- a. be provided with a copy of this by-law and all other by-laws; and
- b. receive a copy of each by-law immediately after such by-law is made by the board.

SECTION B: MEETINGS OF THE BOARD AND COMMITTEES OF THE BOARD

8. Calling of Meetings

- a. The chair shall call all meetings of the board.
- b. The board shall meet at least four times in each calendar year.
- c. The board may appoint a day in any month for meetings at a place and hour to be named.

9. Place of Meetings

A meeting of the board or any committee of the board may be held:

- a. in any place in the Province of Ontario; and
- b. entirely by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and any individual participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting.

10. Notice of Meetings

Notice of the time and place of every meeting of the board and committee of the board shall be given in the manner provided in Subsections 23(a) and (b) to each member of the board or committee of the board (as the case may be), not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, except that no notice of a meeting shall be necessary if all of the

members of the board or committee of the board are present, or if those absent waive notice of or otherwise signify their consent to the meeting being held.

11. Waiver of Notice

A member of the board may, at any time, in writing:

- a. waive the requirement for notice of a meeting of the board; and
- b. ratify any proceeding taken at that meeting.

12. Persons Entitled to be Present

- a. Subject to Subsection 12(c), members of the board and the secretary are entitled to attend all meetings of the board.
- b. Subject to Subsection 12(c), individuals other than the members of the board and the secretary may attend a meeting of the board:
 - i. where permitted or required by the Act or the by-laws;
 - ii. at the invitation of the chair; or
 - iii. on a resolution of the board.
- c. The provisions of Subsections 12(a) and (b) shall, at all times be subject to any restrictions on attendance imposed by the Act or any by-law.

13. Chair Presides over Meetings

The chair shall preside over all meetings of the board.

14. Quorum

- a. A majority of the directors constitutes a quorum.
- b. In determining whether a quorum exists at any time during a meeting of the board, any director who is not entitled to vote on a matter shall be deemed to be absent for that part of the meeting. However, notwithstanding the foregoing, if no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because a director is not permitted to be present at the board meeting on account of any conflict of interest rule arising under the Act or any by-law, the remaining directors shall be deemed to constitute a quorum for the purposes of voting on a resolution.

15. Voting

A majority of votes cast on a question during a meeting of the board shall determine that question.

16. Resolutions in Writing

A resolution in writing, signed by all of the directors entitled to vote on that resolution, is as valid as a resolution passed at a meeting of the board duly called, constituted and held for that purpose.

SECTION C: OFFICERS

17. Generally

- a. The chair, CEO and secretary are officers.
- b. Other than the chair, the board shall appoint officers by resolution.
- c. Subject to the Act, the board may, at any time,
 - i. assign powers and duties to officers in addition to those set out in the Act and this by-law; and
 - ii. modify or limit the powers and duties of officers.

18. Duties of Officers Chair

Unless otherwise specified, the chair shall,

- a. when present, preside over meetings of the board;
- b. designate another appointed member of the board to act as chair in his or her absence and, if the chair fails to designate a person, or if the designated person is also absent, the other directors shall designate a person to act as chair in the absence of the chair; and
- c. subject to Subsection 3(a) and Section 22, sign all documents which require the chair's signature.

CEO

The CEO shall perform the duties specified under subsection 22(2) of the Act, and, subject to Subsection 3(a) and Section 22, sign all documents which require the CEO's signature.

Secretary

Unless otherwise specified, the secretary shall:

- a. attend meetings of the board and meetings of the committees of the board;
- b. take and enter, or cause to be taken and entered, in the Corporation's minute book, the minutes of all meetings of the board and meetings of the committees of the board;
- c. maintain, or cause to be maintained, up to date contact information for the members

of the board;

- d. give, or cause to be given, as and when instructed, notices to members of the board and members of committees of the board;
- e. provide, or cause to be provided, a copy of the by-laws to the members of the board;
- f. be the custodian of the corporate seal (if any), books, papers, records, documents and other instruments belonging to the Corporation; and
- g. subject to Subsection 3(a) and Section 22, sign all documents which require the secretary's signature.

19. Term of Office

- a. The board shall set the terms of the officers other than the chair by resolution.
- b. Subject to any contract to which the Corporation is a party:
 - i. subject to Subsection 19(b)(ii), an officer other than the chair shall hold office until any term set by the board expires or a successor is named by resolution of the board, whichever is later; and
 - ii. the board may remove an officer other than the chair by resolution prior to the expiry of that officer's term.

SECTION D: COMMITTEES

20. Committees

In addition to those committees established pursuant to this by-law, the board may from time to time establish standing and ad hoc committees as it deems appropriate and shall establish charters for and appoint members to such committees.

Committees shall report their decisions to the board at the first meeting after the decision was made unless the committee's charter specifies otherwise.

The following standing committees of the board are established:

Nominating and Corporate Governance Committee

The Nominating and Corporate Governance committee is composed of all of the members of the board.

The committee's responsibilities include:

- a. advising and making recommendations to the board on matters relating to corporate governance;
- b. advising and making recommendations to the board with respect to the recruitment of officers who are not appointed by the Lieutenant Governor in Council as well as

their appointment and re-appointment;

- c. advising and making recommendations to the board with respect to the education, training, evaluation and assessment of members of the board, officers and members of the committees of the board;
- d. conducting the board's assessment process and the performance evaluation of the CEO; and
- e. performing such other functions directed by the board from time to time

Human Resources Committee

The Human Resources Committee is composed of the chair, the CEO and at least three other members of the board.

The committee's responsibilities include:

- a. advising and making recommendations to the board with respect to
 - i. human resources matters including employee recruitment, development, compensation, engagement, evaluation, retention and succession planning;
 - ii. diversity and inclusion;
 - iii. occupational health and safety; and
 - iv. labour and employment matters; and
- b. performing such other functions directed by the board from time to time.

Audit and Finance Committee

The Audit and Finance Committee is composed of the chair, the CEO and at least three other members of the board.

The committee's responsibilities include:

- a. providing guidance with respect to financial matters;
- b. reviewing and approving annual budgets, business plans and financial policies for the Corporation;
- c. developing strategies for the Corporation with respect to the management of information and information technology;
- d. developing policies for the retention, preservation and destruction of records; and
- e. performing such other functions directed by the board from time to time.

Operations Committee

The Operations Committee is composed of the chair, the CEO and at least three other members of the board.

The committee's responsibilities include:

- a. overseeing the Corporation's operational activities, programs and procedures;
- b. advising and making recommendations to the board on operational and strategic policies;
- c. the development of strategic plans to establish overall objectives for the Corporation;
- d. advising and making recommendations to the board in relation to developing the Corporation's capacity to participate in the development of an integrated justice system in collaboration with other justice system partners;
- e. advising and making recommendations on establishing and implementing quality control mechanisms and evaluating the programs of the Corporation; and
- f. performing such other functions directed by the board from time to time.

SECTION E: FINANCIAL MATTERS

21. Banking Arrangements

The board shall authorize by resolution the persons who are permitted to conduct the banking business of the Corporation.

22. Signing Financial Instruments

The board shall authorize by resolution the persons who may sign cheques, drafts, orders for the payment of money, notes, acceptances and bills of exchange on behalf of the Corporation.

The board may authorize by resolution the manner in which cheques, drafts, orders for the payment of money, notes, acceptances and bills of exchange must be signed.

SECTION F: COMMUNICATION

23. Method

- a. Notices, documents and other communications that are required to be given or provided under the Act or the by-laws (each a "notice") are considered to be validly given or provided if delivered to the person's latest address as shown in the records of the Corporation.
- b. Notice provided:
 - i. in respect of a meeting of the board or committee of the board shall be sent by prepaid courier or electronic mail; and

- ii. for any other purpose, may be sent by ordinary mail or any other method, including registered mail, certified mail, prepaid courier or electronic mail

in each case to an address referred to in Subsection 23(a) if there is a record that the notice has been sent.

- c. A notice sent by registered mail or certified mail is deemed to have been received by the intended recipient on the earlier of:
 - i. the day the intended recipient actually receives it; and
 - ii. the fifth day after it is sent.
- d. A notice sent by courier or electronic mail is deemed to have been received by the intended recipient on the earlier of:
 - i. the day the intended recipient actually receives it; and
 - ii. the first business day after the day the notice is sent.
- e. If the Corporation gives notice in accordance with this Section 23 and the notice is returned on three consecutive occasions because the person cannot be found, the Corporation is not required to give any further notices to the person until the person provides the Corporation with a document setting out the person's address.
- f. A declaration by the secretary that a notice, document or other communication has been given or provided in accordance with this by-law is sufficient and conclusive evidence that it has been given or provided.
- g. Saturdays, Sundays and statutory holidays are excluded when calculating any time periods under this Sections.

24. Changing Recorded Address

The secretary may change the address in the records of the Corporation for the purpose of receiving notice, documents or other communications, in respect of any member of the board, member of a committee of the board or officer, in order to reflect any information that the secretary believes is reliable.

25. Omissions and Errors

No error or omission in giving notice of any meeting or adjourned meeting of the board or any committee of members of the board to any person, no non-receipt of the notice by any such person where the Corporation has provided notice in accordance with the by-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat.

SECTION G: EFFECTIVE DATE

26. Effective Date

This by-law is effective as of October 18, 2021.